

MARSH &amp; MCLENNAN COMPANIES, INC.

Form 4

February 25, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ledford Laurie

2. Issuer Name **and** Ticker or Trading  
Symbol  
MARSH & MCLENNAN  
COMPANIES, INC. [MMC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1166 AVENUE OF THE  
AMERICAS

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & Chief HR Officer

(Street)  
NEW YORK, NY 10036

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)          |
|---------------------------------------|---|---|--------------------------------------|--|--|--|--|
| Common<br>Stock                       |   |   | Code                                 | V Amount (D) Price   | 591.39 <sup>(1)</sup>  | I  | MMC<br>401(k)<br>Savings &<br>Investment<br>Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options (Right to Buy)               | \$ 56.84   | 02/23/2015                           |  | A                              | 44,092  | (2) 02/22/2025   | Common Stock 44,092   |
| Restricted Stock Units                     | (3)  | 02/23/2015                           |  | A(4)                           | 4,399   | (5) (5)  | Common Stock 4,399  |
| Restricted Stock Units                     | (3)  | 02/23/2015                           |  | A(6)                           | 4,706   | (5) (5)  | Common Stock 4,706  |
| Restricted Stk. Units (SSIP)               | (3)  |                                      |  |                                |   | (5) (5)  | Common Stock 1,009.70   |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Ledford Laurie<br>1166 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | SVP & Chief HR Officer           |

## Signatures

/s/ Tiffany D. Wooley,  
Attorney-in-Fact 02/25/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects additional shares acquired by the Marsh & McLennan Companies 401(k) Savings & Investment Plan (SIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of year end.
- (2) These options were granted on February 23, 2015 and vest in four equal annual installments on February 23rd of 2016, 2017, 2018 and 2019.

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- (3) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (4) These restricted stock units vest in three equal annual installments on February 28, 2016, February 28, 2017, and February 28, 2018.
- (5) Not Applicable.
- (6) These restricted stock units relate to performance stock units that were granted on February 24, 2012 for the performance period 2012-2014. The performance factor for these performance stock units was determined on February 23, 2015.
- (7) Reflects additional shares acquired by the Supplemental Savings & Investment Plan (SSIP) Custodian at prevailing market prices.  
Information reported herein is based on reporting person's Plan Statement as of year end.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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